AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

Docket No.: C1271.70045US03

Listing of Claims

- 1. (Canceled)
- 2. (Currently amended) A compound of the formula (Ia):

$$R_{B}$$
 R_{A}
 N
 R_{2}
 R_{1}
 R_{2}
 R_{1}
 R_{1}
 R_{1}

wherein:

X' is selected from the group consisting of -CH(R₉)-, -CH(R₉)-alkylene_, and -CH(R₉)-alkenylene-; wherein the alkylene and alkenylene are optionally interrupted with one or more O groups;

 R_1 and R_1' are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

haloalkoxy,

halogen,

cyano,

nitro,

arylsulfonyl,

alkylsulfonyl, and

 $-N(R_9)_2$,

or R_1 and $R_1{'}$ can join together to form a ring of the formula:

$$-N \xrightarrow{(CH_2)_a \\ (CH_2)_b \\ ;}$$

R₂ is selected from the group consisting of:

alkyl,

hydroxyalkyl, and

alkyloxyalkyl;

 $-R_{47}$

 XR_{47}

 $X Y R_4$, and

 $-X-R_5$;

X is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more O groups;

Y is selected from the group consisting of:

R₄ is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl,

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alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkylenyloxy, heteroaryl, heteroaryloxy, heteroarylalkylenyloxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkylenyloxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R₅ is selected from the group consisting of:

$$\begin{array}{c|c} -N - C(R_6) \\ \hline -N_7 \\ \hline \end{array}, \begin{array}{c} -N - S(O)_2 \\ \hline \end{array}, \begin{array}{c} -V - N - C(R_2)_a \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6) \\ \hline \end{array}, \begin{array}{c} -N - C(R_6) - N - C(R_6)$$

 R_6 is selected from the group consisting of =O and =S;

R₇ is C₂₋₇ alkylene;

 R_8 is selected from the group consisting of hydrogen, alkyl, alkoxyalkylenyl, and arylalkylenyl;

R₉ is selected from the group consisting of hydrogen and alkyl;

R₁₀ is C₃₋₈ alkylene;

A is selected from the group consisting of O-, -C(O)-, $-CH_2$ -, $-S(O)_{0-2}$ -, and $-N(R_4)$ -;

A' is selected from the group consisting of -O-, -C(O)-, -CH₂-, -S(O)₀₋₂-, -N(R₄)-, and -N(Q-R₄)-;

Q is selected from the group consisting of a bond, $-C(R_6)$ -, $-C(R_6)$ - $C(R_6)$ -,

 $-S(O)_{2}$ -, $-C(R_{6})-N(R_{8})-W$ -, $-S(O)_{2}-N(R_{8})$ -, $-C(R_{6})-O$ -, and $-C(R_{6})-N(OR_{9})$ -;

V is selected from the group consisting of $C(R_6)$, $O(C(R_6))$, $N(R_8)(C(R_6))$, and $-S(O)_2$;

W is selected from the group consisting of a bond, -C(O)-, and $-S(O)_2$ -; a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7 ;

R_A and R_B are independently selected from the group consisting of:

hydrogen,

halogen,

alkyl,

alkenyl,

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alkoxy,
alkylthio, and
-N(R_9)_2;
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or R_A and R_B taken together <u>to</u> form either a fused aryl ring that is unsubstituted or substituted by one or more R_a groups, or a fused 5 to 7 membered saturated ring that is unsubstituted or substituted by one or more R_c groups;

or R_A and R_B taken together form a fused heteroaryl or 5 to 7 membered saturated ring, containing one heteroatom selected from the group consisting of N and S, wherein the heteroaryl ring is unsubstituted or substituted by one or more R_b groups, and the 5 to 7 membered saturated ring is unsubstituted or substituted by one or more R_e groups;

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R<sub>a</sub> is selected from the group consisting of:
        fluoro,
        alkyl,
        haloalkyl,
        alkoxy, and
        -N(R_9)_2; and
R<sub>b</sub> is selected from the group consisting of:
        halogen,
        hydroxy,
        alkyl,
        alkenyl,
        haloalkyl,
        alkoxy, and
        -N(R_9)_2; and
R<sub>c</sub> is selected from the group consisting of:
        halogen,
        hydroxy,
        alkyl,
        alkenyl,
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haloalkyl,

alkoxy,

alkylthio, and

 $-N(R_9)_2$;

or a pharmaceutically acceptable salt thereof.

- 3. (Canceled)
- 4. (Currently amended) A compound of the formula (II):

$$(R_a)_n \xrightarrow{NH_2} R_2$$

$$X' \xrightarrow{O} R_1'$$

$$R_1$$

$$(II)$$

wherein:

X' is selected from the group consisting of -CH(R₉)-, -CH(R₉)-alkylene_, and -CH(R₉)-alkenylene-; wherein the alkylene and alkenylene are optionally interrupted with one or more -O- groups;

 R_1 and R_1' are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

haloalkoxy,

halogen,

cyano,

nitro,

arylsulfonyl,

alkylsulfonyl, and

 $-N(R_9)_2$,

or R_1 and R_1' can join together to form a ring of the formula:

$$-N \xrightarrow{(CH_2)_a} A'$$

$$(CH_2)_b \xrightarrow{};$$

R₂ is selected from the group consisting of:

alkyl,

hydroxyalkyl, and

-alkyloxyalkyl;

 $-\mathbf{R}_{47}$

 $-X-R_{47}$

-X-Y-R4, and

 XR_{5}

X is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be

optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

R₄ is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl,

aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkylenyloxy, heteroaryl, heteroaryloxy, heteroarylalkylenyloxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkylenyloxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R₅ is selected from the group consisting of:

$$\begin{array}{c|c} -N - C(R_6) \\ \hline -N_7 \\ \hline \end{array}, \begin{array}{c} -N - S(O)_2 \\ \hline \end{array}, \begin{array}{c} -V - N - C(R_2)_a \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - N - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - C(R_0) - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - C(R_0) - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - C(R_0) - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - C(R_0) - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - C(R_0) - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - C(R_0) - C(R_0) - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - C(R_0) - C(R_0) - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - C(R_0) - C(R_0) - C(R_0) - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - C(R_0) - C(R_0) - C(R_0) - C(R_0) \\ \hline \end{array}, \begin{array}{c} -N - C(R_0) - C(R_0) - C(R_0) - C(R_0) - C(R_$$

 R_6 is selected from the group consisting of =O and =S;

 R_7 is $C_{2,7}$ alkylene;

 R_8 is selected from the group consisting of hydrogen, alkyl, alkoxyalkylenyl, and arylalkylenyl;

R₉ is selected from the group consisting of hydrogen and alkyl;

R₁₀ is C_{3.8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, $-CH_2$ -, $-S(O)_{0-2}$ -, and $-N(R_4)$ -;

A' is selected from the group consisting of -O-, -C(O)-, -CH₂-, -S(O)₀₋₂-, -N(R₄)-, and -N(Q-R₄)-;

Q is selected from the group consisting of a bond, $-C(R_6)$ -, $-C(R_6)$ - $C(R_6)$ -,

 $-S(O)_2\text{--}, -C(R_6)-N(R_8)-W-, -S(O)_2-N(R_8)-, -C(R_6)-O-, and -C(R_6)-N(OR_9)-; \\$

V is selected from the group consisting of $C(R_6)$, $O(C(R_6))$, $N(R_8)(C(R_6))$, and $S(O)_2$;

W is selected from the group consisting of a bond, -C(O)-, and $-S(O)_2$ -; a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7 ;

 R_a is selected from the group consisting of fluoro, alkyl, haloalkyl, alkoxy, and $-N(R_9)_2$; and

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n is 0 to 4;

or a pharmaceutically acceptable salt thereof.

5. (Currently amended) A compound of the formula (IIa):

wherein:

X' is selected from the group consisting of -CH(R₉)-, -CH(R₉)-alkylene_, and -CH(R₉)-alkenylene-; wherein the alkylene and alkenylene are optionally interrupted with one or more -O- groups;

R₂ is selected from the group consisting of:

alkyl,

hydroxyalkyl, and

alkyloxyalkyl;

 $-R_{47}$

 $X R_{47}$

X Y R₄, and

 $-X-R_5$

X is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more O groups;

Y is selected from the group consisting of:

-O-

-S(O)ഫ-

 $-S(O)_2-N(R_8)$

$$\begin{array}{c} C(R_6) \\ \hline C(R_6) \\ \hline C(R_6) \\ \hline O C(O) \\ \hline O, \\ \hline O C(O) \\ \hline O, \\ \hline O, \\ \hline O, \\ \hline O, \\ \hline C(R_6) \\ \hline O, \\ \hline O, \\ \hline C(R_6) \\ \hline O, \\ \hline O, \\ \hline O, \\ \hline C(R_6) \\ \hline O, \\$$

R₄ is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkylenyloxy, heteroaryl, heteroaryloxy, heteroarylalkylenyloxy, heterocyclyl, amino,

alkylamino, dialkylamino, (dialkylamino)alkylenyloxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R₅ is selected from the group consisting of:

$$\begin{array}{c|c} -N - C(R_6) \\ \hline -R_7 \end{array} \begin{array}{c} -N - S(O)_2 \\ \hline -R_7 \end{array} \begin{array}{c} -V - N - C(R_2)_a \\ \hline -R_{10} \end{array} \begin{array}{c} -C(R_6) - N - C(R_2)_b \\ \hline -R_{10} \end{array} \begin{array}{c} -C(R_2)_b - C(R_2)_b - C(R_2)_b \\ \hline -R_{10} \end{array} \begin{array}{c} -C(R_2)_b - C(R_2)_b - C(R_2)_b \\ \hline -R_{10} - C(R_2)_b - C(R_2)_b - C(R_2)_b \\ \hline -R_{10} - C(R_2)_b - C(R_2)_b - C(R_2)_b - C(R_2)_b \\ \hline -R_{10} - C(R_2)_b - C(R_2)_b - C(R_2)_b - C(R_2)_b - C(R_2)_b \\ \hline -R_{10} - C(R_2)_b - C(R_2)_b - C(R_2)_b - C(R_2)_b - C(R_2)_b \\ \hline -R_{10} - C(R_2)_b - C$$

 R_6 is selected from the group consisting of =O and =S;

R₇ is C_{2.7} alkylene;

R₈ is selected from the group consisting of hydrogen, alkyl, alkoxyalkylenyl, and arylalkylenyl;

 R_9 is selected from the group consisting of hydrogen and alkyl;

R₁₀ is C₃₋₈ alkylene;

A is selected from the group consisting of O , C(O) , CH_2 , $S(O)_{0\cdot 2}$, and $-N(R_4)$:

Q is selected from the group consisting of a bond, $C(R_6)$, $C(R_6)$, C(R

V is selected from the group consisting of $C(R_6)$, $O(C(R_6))$, $N(R_8)(C(R_6))$, and $-S(O)_2$;

W is selected from the group consisting of a bond, -C(O), and $-S(O)_2$; a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7 ;

 R_a is selected from the group consisting of fluoro, alkyl, haloalkyl, alkoxy, and $-N(R_9)_2$; and

n is 0 to 4;

or a pharmaceutically acceptable salt thereof.

6. (Currently amended) A compound of the formula (III):

$$(R_c)_n \xrightarrow{NH_2} R_2$$

$$X' \xrightarrow{O} R_1'$$

$$R_1$$

$$(III)$$

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wherein:

X' is selected from the group consisting of -CH(R₉)-, -CH(R₉)-alkylene_, and -CH(R₉)-alkenylene-; wherein the alkylene and alkenylene are optionally interrupted with one or more -O- groups;

 R_1 and $R_1{'}$ are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

haloalkoxy,

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halogen, cyano,
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nitro,

arylsulfonyl,

alkylsulfonyl, and

 $-N(R_9)_2$,

or R₁ and R₁' can join together to form a ring of the formula:

$$-N \xrightarrow{(CH_2)_a} A'$$

$$(CH_2)_b \xrightarrow{};$$

R₂ is selected from the group consisting of:

alkyl,

hydroxyalkyl, and

-alkyloxyalkyl;

 $-\mathbf{R}_{47}$

 $-X-R_{47}$

-X-Y-R₄, and

 $X R_5$

X is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more O groups;

Y is selected from the group consisting of:

-O-,

 $-S(O)_{0-2}$

 $-S(O)_2 - N(R_8)$,

 $-C(R_6)$,

 $-C(R_6)-O$

 $-O-C(R_6)$

$$\begin{array}{c} -O \cdot C(O) \cdot O \cdot, \\ -N(R_8) \cdot Q \cdot, \\ -C(R_6) \cdot N(R_8) \cdot, \\ -C(R_6) \cdot N(OR_9) \cdot, \\ \hline -N \cdot C(R_6) \cdot N \cdot W - \\ \hline R_{10} \cdot \\ \hline R_7 \cdot \\ \hline , \\ -N \cdot R_7 - N \cdot Q - \\ \hline R_{10} \cdot \\ \hline , \\ -N \cdot C(R_6) - N \cdot W - \\ \hline \\ R_{10} \cdot \\ \hline \end{array}$$

R₄ is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroarylalkylenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroarylalkylenyl, heteroarylalkylenyl, alkylarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkylenyloxy, heteroaryl, heteroaryloxy, heteroarylalkylenyloxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkylenyloxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R₅ is selected from the group consisting of:

$$\begin{array}{c|c} -N - C(R_{6}) & -N - S(O)_{2} & -V - N & -C(R_{2})_{a} \\ \hline R_{7} & -R_{7} & -R_{7} & -R_{10} & -R_{10} & -R_{10} \\ \end{array}$$

 R_6 is selected from the group consisting of =O and =S;

R₇ is C_{2.7} alkylene;

 R_8 is selected from the group consisting of hydrogen, alkyl, alkoxyalkylenyl, and arylalkylenyl;

R₉ is selected from the group consisting of hydrogen and alkyl;

R₁₀ is C₃₋₈ alkylene;

A is selected from the group consisting of O-, C(O)-, $-CH_2$ -, $-S(O)_{0-2}$ -, and $-N(R_4)$ -;

A' is selected from the group consisting of -O-, -C(O)-, -CH₂-, -S(O)₀₋₂-, -N(R₄)-, and -N(Q-R₄)_{Ξ};

Q is selected from the group consisting of a bond, $-C(R_6)$ -, $-C(R_6)$ -, $-C(R_6)$ -,

 $-S(O)_2$ -, $-C(R_6)-N(R_8)-W$ -, $-S(O)_2-N(R_8)$ -, $-C(R_6)-O$ -, and $-C(R_6)-N(OR_9)$ -;

V is selected from the group consisting of $C(R_6)$, $O(C(R_6))$, $N(R_8)(C(R_6))$, and $-S(O)_2$;

W is selected from the group consisting of a bond, -C(O)-, and -S(O)₂-;

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7 ;

 R_c is selected from the group consisting of halogen, hydroxy, alkyl, alkenyl, haloalkyl, alkoxy, alkylthio, and $-N(R_9)_2$; and

n is 0 to 4;

or a pharmaceutically acceptable salt thereof.

7.-11. (Canceled)

- 12. (Previously presented) The compound or salt of claim 4 wherein n is 0.
- 13. (Canceled)

- 14. (Currently amended) The compound or salt of claim 2 wherein R_1 ' is hydrogen or alkyl, and R_1 is selected from the group consisting of hydrogen, alkyl, aryl, substituted arylalkylenyl, and heteroaryl, and substituted heteroaryl.
- 15. (Previously presented) The compound or salt of claim 2 wherein R_1 ' is hydrogen or methyl, and R_1 is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, cyclohexyl, phenyl, 4-methoxyphenyl, 4-methoxybenzyl, 2-pyridyl, 3-pyridyl, 4-chlorophenyl, and 4-fluorophenyl.
- 16. (Original) The compound or salt of claim 15 wherein R_1 and R_1' are both hydrogen.
- 17. (Canceled)
- 18. (Previously presented) The compound or salt of claim 2 wherein R_1 and R_1' join together to form a morpholine ring.
- 19. (Canceled)
- 20. (Previously presented) The compound or salt of claim 2 wherein R_2 is selected from the group consisting of hydrogen, C_{1-4} alkyl, C_{1-4} alkyl-O- C_{1-4} alkylenyl, and HO- C_{1-3} alkylenyl.
- 21. (Original) The compound or salt of claim 20 wherein R_2 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, hydroxymethyl, 2-hydroxyethyl, ethoxymethyl, and 2-methoxyethyl.
- 22. (Canceled)
- 23. (Previously presented) The compound or salt of claim 2 wherein X' is $-(CH_2)_{1-7}$.

- 24. (Previously presented) The compound or salt of claim 2 wherein X' is -(CH₂)-C(CH₃)₂-.
- 25. (Previously presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 2 in combination with a pharmaceutically acceptable carrier.
- 26. (Withdrawn) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 2 to the animal.
- 27. (Withdrawn) A method of treating a viral disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt to the animal.
- 28. (Withdrawn) A method of treating a neoplastic disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of claims 2 to the animal.
- 29.-38. (Canceled)
- 39. (Currently amended) The compound or salt of claim 4 wherein R_1 ' is hydrogen or alkyl, and R_1 is selected from the group consisting of hydrogen, alkyl, aryl, substituted arylalkylenyl, substituted arylalkylenyl, and heteroaryl, and substituted heteroaryl.
- 40. (Previously presented) The compound or salt of claim 4 wherein R_1 ' is hydrogen or methyl, and R_1 is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, cyclohexyl, phenyl, 4-methoxyphenyl, 4-methoxybenzyl, 2-pyridyl, 3-pyridyl, 4-chlorophenyl, and 4-fluorophenyl.

- 41. (Previously presented) The compound or salt of claim 4 wherein R_2 is selected from the group consisting of hydrogen, C_{1-4} alkyl, C_{1-4} alkyl-O- C_{1-4} alkylenyl, and HO- C_{1-3} alkylenyl.
- 42. (Previously presented) The compound or salt of claim 41 wherein R_2 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, hydroxymethyl, 2-hydroxyethyl, ethoxymethyl, and 2-methoxyethyl.
- 43. (Previously presented) The compound or salt of claim 4 wherein X' is $-(CH_2)_{1-7}$.
- 44. (Previously presented) The compound or salt of claim 4 wherein X' is $-(CH_2)-C(CH_3)_2$.
- 45. (Previously presented) The compound or salt of claim 5 wherein n is 0.
- 46. (Previously presented) The compound or salt of claim 5 wherein R_2 is selected from the group consisting of hydrogen, C_{1-4} alkyl, C_{1-4} alkyl-O- C_{1-4} alkylenyl, and HO- C_{1-3} alkylenyl.
- 47. (Previously presented) The compound or salt of claim 46 wherein R_2 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, hydroxymethyl, 2-hydroxyethyl, ethoxymethyl, and 2-methoxyethyl.
- 48. (Previously presented) The compound or salt of claim 5 wherein X' is $-(CH_2)_{1-7}$.
- 49 (Previously presented) The compound or salt of claim 5 wherein X' is $-(CH_2)-C(CH_3)_2-$.
- 50. (Previously presented) The compound or salt of claim 6 wherein n is 0.
- 51. (Previously presented) The compound or salt of claim 6 wherein R_1 ' is hydrogen or methyl, and R_1 is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl,

cyclohexyl, phenyl, 4-methoxyphenyl, benzyl, 4-methoxybenzyl, 2-pyridyl, 3-pyridyl, 4-chlorophenyl, and 4-fluorophenyl.

- 52. (Previously presented) The compound or salt of claim 6 wherein R_1 and R_1' are both hydrogen.
- 53. (Previously presented) The compound or salt of claim 6 wherein R_2 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, hydroxymethyl, 2-hydroxyethyl, ethoxymethyl, and 2-methoxyethyl.
- 54. (Previously presented) The compound or salt of claim 6 wherein X' is $-(CH_2)_{1-7}$.
- 55.-60. (Canceled)
- 61. (Previously presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 4 in combination with a pharmaceutically acceptable carrier.
- 62. (Withdrawn) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 4 to the animal.
- 63. (Previously presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 5 in combination with a pharmaceutically acceptable carrier.
- 64. (Withdrawn) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 5 to the animal.

- 65. (Previously presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 6 in combination with a pharmaceutically acceptable carrier.
- 66. (Withdrawn) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 6 to the animal.
- 67.-68. (Canceled)